

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

Gary S. Lee  
Todd M. Goren  
Alexandra Steinberg Barrage  
Jennifer L. Marines

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**AMENDED NOTICE OF SUCCESSFUL BIDDERS AT THE  
AUCTIONS AND SALES OF (A) THE PLATFORM ASSETS TO  
OCWEN LOAN SERVICING, LLC AND  
(B) THE WHOLE LOAN ASSETS TO BERKSHIRE HATHAWAY INC. AND  
NOTICE OF FILING  
(A) OCWEN APA AND (B) AMENDED AND RESTATED BH LEGACY APA**

**PLEASE TAKE NOTICE** that on May 14, 2012, debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)<sup>1</sup> filed a motion (the “Sale Motion”)<sup>2</sup> to,

<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, In Support of the Debtors’ “First Day” Pleadings [Docket No. 6]. Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief set forth in this Notice may refer to <http://www.kccllc.net/rescap> for additional information.

<sup>2</sup> Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (I)(A) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expenses Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and

among other things, (i) authorize and approve certain procedures for the submission and acceptance of any competing bids (the “Sale Procedures”); (ii) scheduling a bid deadline, auctions and a sale hearing (the “Sale Hearing”) to approve asset sales by certain of the Debtors of: (a) the Purchased Assets (as such term is defined in the Asset Purchase Agreement by and between Nationstar Mortgage LLC (the “Platform Assets”) and certain of the Debtors (the “Nationstar APA”) and (b) the Purchased Assets (as such term is defined in the Asset Purchase Agreement by and between Berkshire Hathaway Inc. (the “Whole Loan Assets”) and certain of the Debtors (the “BH Legacy APA,” together with the Nationstar APA, the “APAs”), free and clear of all liens, claims, encumbrances, and other interests, and subject to higher or better offers (the “Sale Transactions” or the “Sales”) subject to the submission of higher or better offers in auction processes (the “Auctions”); (iii) approving the Break-Up Fees; (iv) approving forms of notice; and (v) granting related relief.

**PLEASE TAKE FURTHER NOTICE** that on June 28, 2012 the court entered its *Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sale Procedures, Including Payment of Break-Up Fees; (II) Scheduling Bid Deadline, Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures, Including Procedures for Fixing Cure Amounts; and (IV) Establishing Notice Procedures and Approving Forms of Notice* (the “Sale Procedures Order”) (Docket No. 538) approving the Sale Procedures. On June 29, 2012, the Debtors filed their *Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates* (the “Auction and Sale Hearing Notice”) (Docket No. 539) scheduling the Auctions to begin on October 23, 2012 at 10:00 a.m. (ET) and the Sale Hearing for November 5, 2012 at 10:00 a.m. (ET).

**PLEASE TAKE FURTHER NOTICE** that on September 14, 2012, the Debtors filed their *Amended Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates* (the “Amended Auctions and Sale Hearing Notice”) (Docket No. 1446), revising the date of the Sale Hearing to **November 19, 2012, at 10:00 a.m. (ET)** before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 501 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, to consider the Debtors' selection of the highest or otherwise best bids and the approval of the Sales.

**PLEASE TAKE FURTHER NOTICE** that after the Auctions, on October 25, 2012, the Debtors filed their *Notice of Successful Bidders at the Auctions and Sales of (A) The Platform Assets to Ocwen Loan Servicing, LLC and (B) The Whole Loan Assets to Berkshire Hathaway Inc.* (the “Prior Winning Bidder Notice”) (Docket No. 1960).

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*Unexpired Leases Related Thereto; and (IV) Granting Related Relief* [Docket No. 61]. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Sale Motion.

### **THE PLATFORM AUCTION**

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Procedures Order, on October 23, 2012, the Debtors conducted the Auction for the Platform Assets (the “Platform Auction”).

**PLEASE TAKE FURTHER NOTICE** that at the conclusion of the Platform Auction, the Debtors and their legal and financial advisors, in consultation with the Official Committee of Unsecured Creditors, through their legal and financial advisors, determined that Ocwen Loan Servicing, LLC (“Ocwen”) offered the highest and best bid for the purchase of the Platform Assets and, accordingly, named Ocwen as the successful bidder (the “Successful Platform Bidder”), subject to execution of the necessary sale documents.

**PLEASE TAKE FURTHER NOTICE** that Nationstar Mortgage LLC has been selected as the Next-Highest Bidder for the Platform Assets, subject to the terms and conditions of the Sale Procedures and the Nationstar APA.

**PLEASE TAKE FURTHER NOTICE** that on November 2, 2012, the Debtors’ Board of Directors approved the “Ocwen APA”, which is attached hereto as Exhibit 1. A redline comparison of the Ocwen APA and the Amended and Restated Nationstar APA is attached hereto as Exhibit 2.

**PLEASE TAKE FURTHER NOTICE** that at the Sale Hearing, the Debtors will seek Court approval of the Ocwen APA and the Successful Platform Bidder.

### **THE WHOLE LOAN AUCTION**

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Procedures Order, on October 25, 2012, the Debtors conducted the Auction for the Whole Loan Assets (the “Whole Loan Auction”).

**PLEASE TAKE FURTHER NOTICE** that at the conclusion of the Whole Loan Auction, the Debtors, and their legal and financial advisors, in consultation with the Official Committee of Unsecured Creditors, through their legal and financial advisors, determined that Berkshire Hathaway Inc. (“Berkshire Hathaway”) offered the highest and best bid for the purchase of the Whole Loan Assets and, accordingly, named Berkshire Hathaway as the successful bidder (the “Successful Whole Loan Bidder”), subject to execution of the necessary sale documents.

**PLEASE TAKE FURTHER NOTICE** that a consortium of bidders comprised of DLJ Mortgage Capital, Inc. (“DLJ”), Roosevelt Mortgage Acquisition Company (“RMAC”), Roosevelt Depositor, LLC (“Roosevelt Depositor”), Bayview Acquisitions, LLC (“Bayview”) and Selene Finance LP (“Selene”, and together with DLJ, RMAC, Roosevelt Depositor and Bayview, the “DLJ Consortium”) has been selected as the Next-Highest Bidder for the Whole Loan Assets, subject to the terms and conditions of the Sale Procedures and the “DLJ Consortium APA”, a copy of which is attached hereto as Exhibit 3.

**PLEASE TAKE FURTHER NOTICE** that on November 2, 2012, the Debtors’ Board of Directors approved the “Amended and Restated BH Legacy APA”, which is attached hereto as Exhibit 4. A redline comparison of the Amended and Restated BH Legacy APA and the BH APA is attached hereto as Exhibit 5.

**PLEASE TAKE FURTHER NOTICE** that at the Sale Hearing the Debtors will seek Court approval of the Amended and Restated BH Legacy APA and the Successful Whole Loan Bidder.

**PLEASE TAKE FURTHER NOTICE** this notice is subject to the full terms and conditions of the Sale Motion, the Sale Procedures, and the Sale Procedures Order, and the Debtors encourage any interested parties to review such documents in their entirety. To the extent that this notice is inconsistent with the Sale Procedures Order, the terms of the Sale Procedures Order shall govern.

Dated: November 3, 2012  
New York, New York

/s/ Gary S. Lee  
Gary S. Lee  
Todd M. Goren  
Alexandra Steinberg Barrage  
Jennifer L. Marines  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
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